

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

Re: **Dkt. No. 410**

**NOTICE OF APPEAL**

Notice is hereby given that the Ad Hoc Group of Freedom Lenders (the “**Freedom Lender Group**”),<sup>2</sup> by and through its undersigned counsel, hereby appeals to the United States District Court for the District of Delaware from the order of the United States Bankruptcy Court for the District of Delaware *(I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers, and 503(b)(9) Claimants; and (II) Granting Related Relief*, entered on December 11, 2024 [[Docket No. 410](#)] (the “**Order**”).

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

<sup>2</sup> The Freedom Lender Group comprises the entities named in the *Verified Statement of the Ad Hoc Group of Freedom Lenders Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [[Docket No. 229](#)], attached hereto as **Exhibit B**, as it may be amended and supplemented from time to time.

The names of all parties to the order appealed from and the names, addresses, and telephone numbers of their respective attorneys are set forth below:

Appellants:

Freedom Lender Group

Appellants' Counsel:

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Appellees:

The Debtors in the above-captioned cases, listed in footnote 1, *supra*.

Appellees' Counsel:

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Other Interested Parties:

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The Official Committee of Unsecured Creditors  
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A copy of the Order is attached hereto as **Exhibit A**. This Notice of Appeal is also accompanied by the prescribed fee.

Dated: December 18, 2024  
Wilmington, Delaware

/s/ Michael J. Farnan

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*Counsel for the Freedom Lender Group*

**Exhibit A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

Ref. Docket No. 10, 129, & 217

**FINAL ORDER (I) AUTHORIZING THE  
DEBTORS TO PAY CERTAIN PREPETITION CLAIMS OF CERTAIN  
CRITICAL VENDORS, FOREIGN VENDORS, SHIPPERS & LOGISTICS  
PROVIDERS, AND 503(b)(9) CLAIMANTS; AND (II) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) for the entry of interim and final orders, (i) authorizing, but not directing, the Debtors to pay certain prepetition Shippers & Logistics

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

<sup>2</sup> Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to them in the First Day Declaration or Motion, as applicable.

Providers Claims, Critical Vendor Claims, Foreign Vendor Claims, and 503(b)(9) Claims in an amount not to exceed the Interim Order Cap and, in the aggregate, inclusive of amounts paid pursuant to the Interim Order, an amount not to exceed the Final Order Cap and (ii) granting related relief; and this Court having entered the *Interim Order (I) Authorizing the Debtors To Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers and 503(b)(9) Claimants; and (II) Granting Related Relief* [[Docket No. 129](#)] (the “First Interim Order”) on November 6, 2024; and this Court having entered the *Second Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers and 503(b)(9) Claimants; and (II) Granting Relief* [[Docket. No. 217](#)] (the “Second Interim Order”) on November 21, 2024; and this Court having found that it has jurisdiction over this matter pursuant to [28 U.S.C. §§ 157](#) and [1334\(b\)](#), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that venue of these Chapter 11 Cases and the Motion in this District is proper pursuant to [28 U.S.C. §§ 1408](#) and [1409](#); and this Court having found that this matter is a core proceeding pursuant to [28 U.S.C. § 157\(b\)](#); and this Court having found that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and upon consideration of the First Day Declaration; and this Court having heard the statements made at the hearings before this Court on November 6, 2024, November 21, 2024, and December 10, 2024; and upon the record in these Chapter 11 Cases and all of the proceedings had before this Court; and the Court having approved the Motion on an interim basis; and this Court having found and determined that the relief sought in the Motion is in the best interests of the



Debtors, their estates, and their creditors; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their discretion, to pay, honor, or otherwise satisfy prepetition Shippers & Logistics Providers Claims, Foreign Vendor Claims, Critical Vendor Claims, and 503(b)(9) Claims in the ordinary course of their business up to an aggregate amount of \$99,700,000, inclusive of amounts paid pursuant to the Interim Order, on a final basis, subject to the terms and conditions set forth in this Final Order.
3. Nothing in this Final Order shall prejudice the Debtors' right to request authority to pay additional amounts on account of the Shippers & Logistics Providers Claims, Foreign Vendor Claims, Critical Vendor Claims, and 503(b)(9) Claims and the Debtors' right to seek such relief is expressly reserved.
4. The Debtors are authorized to undertake appropriate efforts to cause Critical Vendors and/or Foreign Vendors to enter into Trade Agreements with the Debtors substantially similar to that annexed hereto as Exhibit A, as a condition of payment of each such Critical Vendor's or Foreign Vendor's Trade Claim. The Debtors are authorized, in their discretion, to make payments on account of a Trade Claim, subject to the other limits set forth herein, even in the absence of a Trade Agreement, if the Debtors determine, in their business judgment, that failure to pay such Trade Claim is likely to harm the Debtors' business operations. For the avoidance of doubt, this Final Order does not approve the terms of the Trade Agreement.

5. If a Critical Vendor or Foreign Vendor refuses to supply goods and/or services to the Debtors on Customary Trade Terms (or such other terms as are agreed to by the parties) following receipt of payment on its Critical Vendor Claim or Foreign Vendor Claim, as applicable, (regardless of whether such Critical Vendor or Foreign Vendor has entered into a Trade Agreement), or fails to comply with any Trade Agreement entered into between such Critical Vendor or Foreign Vendor and the Debtors, then the Debtors may, in their discretion and without further order of the Court, but upon not less than ten (10) business days' notice to the applicable Critical Vendor or Foreign Vendor by email: (i) declare that any Trade Agreement between the Debtors and such Critical Vendor or Foreign Vendor, as applicable, is terminated; (ii) declare that payments made to such Critical Vendor or Foreign Vendor, as applicable, on account of its Trade Claims shall be deemed to have been in payment of then-outstanding or subsequently accruing postpetition claims of such Critical Vendor or Foreign Vendor; and (iii) take any and all appropriate steps to recover any payment made to such Critical Vendor or Foreign Vendor, as applicable, on account of its Trade Claim(s) to the extent that such payments exceeded the postpetition claims of such Critical Vendor or Foreign Vendor, as applicable, without giving effect to any rights of setoff, claims, provision for payment of reclamation or trust fund claims, or other defense; provided, however, that, if requested, such Critical Vendor or Foreign Vendor shall be entitled to notice and an opportunity to be heard as to any disputes with respect to the Debtors' exercise of the rights enumerated in this Paragraph 5. Nothing herein shall constitute a waiver of the Debtors' rights to seek damages or other appropriate remedies against any breaching Critical Vendor or Foreign Vendor.

6. Notwithstanding the foregoing, the Debtors may, in their discretion, reinstate a Trade Agreement if:

- a. the underlying default under the Trade Agreement is fully cured by the Critical Vendor or Foreign Vendor not later than ten (10) business days following the Debtors' notification to the Critical Vendor or Foreign Vendor of such default; or
- b. the Debtors, in their discretion, reach a favorable alternative agreement with the Critical Vendor or Foreign Vendor.

7. The authorization granted hereby to pay Trade Claims shall not create any obligation on the part of the Debtors or their officers, directors, attorneys, or agents to pay the Trade Claims, none of the foregoing persons shall have any liability on account of any decision by the Debtors not to pay a Trade Claim and nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect the Trade Claims to the extent they are not paid.

8. The amount of any Trade Claim set forth in a Trade Agreement shall be used only for purposes of determining a Critical Vendor's or Foreign Vendor's claim under this Interim Order, shall not be deemed a claim allowed by the Court, and may be subject to further order of the Court. Notwithstanding payment of such Trade Claim in accordance with this Interim Order, the rights of all interested persons to object to such claim shall be fully preserved until further order of the Court. Further, signing a Trade Agreement containing a claim amount for purposes of this Final Order shall not excuse such Critical Vendor or Foreign Vendor from filing a proof of claim in these cases on account of prepetition amounts that may remain unpaid.

9. A Critical Vendor or Foreign Vendor who receives payment on account of a Trade Claim (whether or not such Critical Vendor or Foreign Vendor signs a Trade Agreement) shall not (i) file or perfect a Lien on account of such Trade Claim, and any such Critical Vendor or Foreign Vendor shall take all necessary action to remove any existing Lien relating to such Trade Claim, even if the Lien is against property of a non-Debtor; or (ii) seek to reclaim goods previously shipped to the Debtors.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person. Notwithstanding anything to the contrary herein, in the First Interim Order, in the Second Interim Order, or any order approving postpetition financing for the Debtors, the rights of the Debtors, the Ad Hoc Group of Freedom Lenders and any other party-in-interest under the Bankruptcy Code or applicable non-bankruptcy law with respect to payments made under this Final Order, the First Interim Order, and/or the Second Interim Order, including with respect to compliance with the First Interim Order, the Second Interim Order, or this Final Order, are preserved to the fullest extent possible.

11. The execution of a Trade Agreement by the Debtors shall not be declared a waiver of any other cause of action, including avoidance actions, which may be held by the Debtors.

12. The Debtors shall maintain a schedule of amounts (the “Critical Vendor Matrix”) paid under this Final Order, including the following information: (a) the name of the payee; (b) the amount of the payment; (c) the category or type of payment, as further described and classified in the Motion; (d) the Debtor or Debtors that made the payment; and (e) the payment date. On a weekly basis after entry of this Final Order (commencing on December 16, 2024), within three (3) days of the prior week’s end, the Debtors shall deliver an updated copy of the Critical Vendor Matrix to (i) the United States Trustee and (ii) on a professional eyes only basis, advisors for (1) the DIP Lenders, (2) the Ad Hoc Group of First Lien Lenders, (3) the Second Lien Term Loan Lenders, (4) the HoldCo Lenders, (5) the ABL Lenders, and (6) the official committee of unsecured creditors.

13. The Debtors’ banks and other financial institutions (collectively, the “Banks”) are authorized, when requested by the Debtors, in the Debtors’ discretion, to honor and process checks

or electronic fund transfers drawn on the Debtors' bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Final Order, and any such Banks shall not have any liability to any party for relying on such representations by the Debtors, as provided for in this Final Order.

14. Nothing in this Final Order (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors, (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, or (iii) shall be construed as a promise to pay a claim.

15. Notwithstanding anything to the contrary in this Final Order, the Motion, or its attachments, the priority status of a creditor's claim, including that of claims arising under § 503(b)(9) of the Bankruptcy Code, shall not be affected by whether such creditor executes a Vendor Agreement or provides services or goods to the Debtors under Customary Trade Terms, or otherwise.

16. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order.

17. Nothing in this Final Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or

(b) alter or impair any security interest or perfection thereof, in favor of any person or entity, that existed as of the Petition Date.

18. Nothing in this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as a waiver of the right of Debtors, or shall impair the ability of Debtors, to contest the validity and amount of any payment made pursuant to this Final Order.

19. Nothing in this Final Order shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

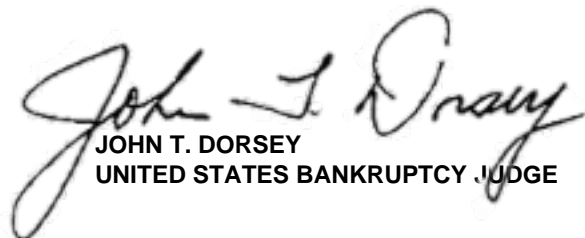
20. Notwithstanding anything to the contrary set forth herein, any payment made, or authorization contained, hereunder shall be subject in all respects to the Approved Budget (as such term is defined in the order approving the Debtors' postpetition financing agreements).

21. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

22. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

23. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Dated: December 11th, 2024  
Wilmington, Delaware

  
JOHN T. DORSEY  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

**Trade Agreement**

[Date]

TO: [Critical Vendor]  
[Name]  
[Address]

Dear Valued Supplier:

As you may be aware, on November 3, 2024 (the “Petition Date”), Franchise Group, Inc. and its subsidiaries (collectively, the “Debtors”) filed voluntary petitions under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Cases” and the “Bankruptcy Court,” respectively). On the Petition Date, we requested the Bankruptcy Court’s authority to pay certain critical service providers and suppliers (the “Critical Vendors”) in recognition of the importance of our relationship with them and our desire that the Bankruptcy Cases have as little effect on them as possible. On November 6, 2024, the Bankruptcy Court entered the interim order (the “First Interim Order”). On November 21, 2024, the Bankruptcy Court entered the second interim order (the “Second Interim Order”). On [●], 2024, the Bankruptcy Court entered the final order (the “Final Order” and together with the Interim Order and the Second Interim Order, the “Orders”) authorizing us, under certain conditions, to pay pre-bankruptcy claims of Critical Vendors that agree to the terms set forth below and to be bound by the terms of the Orders. Copies of the Orders are enclosed.

To receive payment on pre-bankruptcy claims, we require each Critical Vendor to agree to continue supplying goods to the Debtors based on “Customary Trade Terms.” In the Orders, Customary Trade Terms are defined as the normal and customary trade terms, practices and programs (including, but not limited to, credit limits, pricing, cash discounts, timing of payments, allowance, rebates and availability and other applicable terms and programs) in effect between such Critical Vendor and the Debtors 12 months prior to the Petition Date (the “Prepetition Trade Terms”) or such other trade terms, practices and programs agreed upon by the parties that are at least as favorable to the Debtors as the Prepetition Trade Terms.

For purposes of administration of this trade program as authorized by the Bankruptcy Court, the Debtors and you agree as follows:

1. The total prepetition amount due to the vendor (net of any setoffs, credits or discounts) is \$\_\_\_\_\_ (the “Total Prepetition Claim”).
2. The amount that you are agreeing to be paid under this vendor motion is \$\_\_\_\_\_ (the “Critical Vendor Claim”), which we agree may be applied against your oldest outstanding invoices first. By signing this Trade Agreement, you [are / are not] agreeing to waive all remaining claims on account of prepetition amounts that may remain unpaid (the difference between the Total Prepetition Claim and the Critical Vendor Claim being the “Deficiency Claim”). [Your Critical Vendor Claim does not constitute a claim allowed by the Bankruptcy Court in the Bankruptcy Cases and you will need to file a claim for the Deficiency Claim].



3. The open trade balance or credit line that you will extend to the Debtors for shipment of postpetition goods is \$\_\_\_\_\_ (which shall be pursuant to the Customary Trade Terms set forth below).
4. In consideration for the payment described herein, you agree not to file or otherwise assert against any or all of the Debtors, their estates or any other person or entity or any of their respective assets or property (real or personal) any lien (a "Lien") or claim for reclamation ("Reclamation Claim"), regardless of the statute or other legal authority upon which such Lien or Reclamation Claim may be asserted, related in any way to any remaining prepetition amounts allegedly owed to you by the Debtors arising from agreements or other arrangements entered into prior to the Petition Date and, to the extent you have already obtained or otherwise asserted such a Lien or Reclamation Claim, you shall (at your own expense) take whatever actions are necessary to remove such Lien or withdraw such Reclamation Claim.
5. You will hereafter extend to the Debtors all Customary Trade Terms, which are:

[ADD INDIVIDUALIZED SET OF CUSTOMARY TRADE TERMS]

Payment of your Critical Vendor Claim in the manner set forth in the Order shall occur in the amount set forth in (f) below upon execution of this letter by a duly authorized representative of your company and the return of this letter to the Debtors. Your execution of this letter agreement and the return of the same to the Debtors constitutes an agreement between you and the Debtors:

- (a) to the Customary Trade Terms and, subject to the reservations contained in the Order, to the amount of the Critical Vendor Claim set forth above;
- (b) that, during the pendency of the Bankruptcy Cases, you will continue to supply the Debtors with goods and/or services, pursuant to the terms hereof and that the Debtors will pay for such goods in accordance with the Customary Trade Terms hereof;
- (c) that you have reviewed the terms and provisions of the Order and acknowledge that you are bound by such terms;
- (d) that you will not separately seek the reclamation of goods shipped to the Debtors;
- (e) that if either the trade payment program authorized by the Order (the "Trade Payment Program") or your participation therein terminates as provided in the Order, any payments received by you on account

of your Critical Vendor Claim will be deemed to have been in payment of postpetition obligations owed to you and you will immediately repay to the Debtors any payments made to you on account of your Critical Vendor Claim to the extent that the aggregate amount of such payments exceed the postpetition obligations, without the right of any setoffs, claims, provision for payment of reclamation or trust fund claims, or other defense; and

- (f) that, subject to the terms and conditions set forth herein, your Critical Vendor Claim will be paid in accordance with the following schedule:

| Date | Amount of Payment |
|------|-------------------|
|      |                   |

The Debtors and you also hereby agree that any dispute with respect to this agreement, the Order and/or your participation in the Trade Payment Program shall be determined by the Bankruptcy Court at the Debtors' sole discretion notwithstanding any provision of any other contract between you and the Debtors to the contrary (whether such contract exists now or is entered into in the future).

If you have any questions about this Agreement or our financial restructuring, please do not hesitate to call [Name] at (\_\_\_\_)\_\_\_\_\_ or [Name] at (\_\_\_\_)\_\_\_\_\_.

Sincerely,  
[Debtor]  
By:  
Its:

Agreed and Accepted by:  
[Name of Critical Vendor]

By:

Its:

Dated:

**Exhibit B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|                                    |   |                         |
|------------------------------------|---|-------------------------|
| In re:                             | ) |                         |
|                                    | ) | Chapter 11              |
|                                    | ) |                         |
| FRANCHISE GROUP, INC. <sup>1</sup> | ) | Case No. 24-12480 (JTD) |
|                                    | ) |                         |
|                                    | ) | (Jointly Administered)  |
| Debtors.                           | ) |                         |
|                                    | ) |                         |

**VERIFIED STATEMENT OF THE AD HOC GROUP OF  
FREEDOM LENDERS PURSUANT TO RULE 2019  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), White & Case LLP (“**White & Case**”) and Farnan LLP (“**Farnan**” and, together with White & Case, “**Counsel**”) hereby submit this verified statement (the “**Verified Statement**”) in connection with Counsel’s representation of an ad hoc group (the “**Ad Hoc Group of Freedom Lenders**” or the “**Freedom Lender Group**”) of holders, or investment advisors, sub-advisors, or

<sup>1</sup> The debtors in these Chapter 11 Cases (the “**Debtors**”), along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

managers of funds or discretionary accounts, that hold (i) term loans outstanding under that certain Second Lien Credit Agreement, dated as of March 10, 2021 (as amended, restated, supplemented or otherwise modified) (the “**Second Lien Term Loans**”), among Franchise Group Inc., the other borrowers and guarantors party thereto, Alter Domus (US) LLC as administrative agent and collateral agent, and the lenders party thereto, and (ii) term loans outstanding under that certain Credit Agreement, dated as of August 21, 2023 (as amended, restated, supplemented or otherwise modified) (the “**HoldCo Term Loans**”) among Freedom VCM Interco, Inc. as Borrower, Freedom VCM, Inc. as Holdings, Alter Domus (US) LLC as administrative agent, and the lenders party thereto.

1. In October 2024 and November 2024, respectively, the Freedom Lender Group retained White & Case and Farnan to represent their interests in connection with these chapter 11 cases.

2. Each member of the Freedom Lender Group has indicated to Counsel that they hold disclosable economic interests, or act as investment managers or advisors to funds and/or accounts that hold disclosable economic interest, in relation to the Debtors. In accordance with Bankruptcy Rule 2019, and based upon information provided to Counsel by each member of the Freedom Lender Group, attached here to as **Exhibit A** is a list of the names, addresses, nature, and amount of all disclosable economic interests of each present member of the Freedom Lender Group in relation to the Debtors.

3. Nothing contained in this Verified Statement (or **Exhibit A** hereto) is intended or should be construed to constitute (i) a waiver or release of any claims against or equity interests in the Debtors by any of the members of the Freedom Lender Group or any of their respective affiliates, or (ii) an admission with respect to any fact or legal theory. Nothing herein should be

construed as a limitation upon, or waiver of, any rights of any of the members of the Freedom Lender Group or any of their respective affiliates to assert, file, and/or amend any claim or proof of claim filed in accordance with applicable law and any orders entered in these cases.

4. The information contained herein is provided only for the purpose of complying with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

5. Counsel reserves the right to amend this Verified Statement as may be necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

6. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of the undersigned's knowledge and belief.

*[Remainder of page intentionally left blank]*

Dated: November 22, 2024  
Wilmington, Delaware

/s/ Michael J. Farnan

**FARNAN LLP**

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Michael J. Farnan (Bar No. 5165)  
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-and-

**WHITE & CASE LLP**

Thomas Lauria (admitted *pro hac vice*)  
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-and-

J. Christopher Shore (admitted *pro hac vice*)  
Andrew Zatz (admitted *pro hac vice*)  
Samuel P. Hershey (admitted *pro hac vice*)  
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brett.bakemeyer@whitecase.com

*Counsel to the Ad Hoc Group of  
Freedom Lenders*

**Exhibit A<sup>1</sup>**

| <b>Name</b>                                                                                   | <b>Address</b>                                             | <b>Nature and Approximate Amount of Claim</b>                                  |
|-----------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------|
| Funds managed by Pacific Investment Management Company LLC and/or its affiliates <sup>2</sup> | 650 Newport Center Drive<br>Newport Beach, CA 92660        | Second Lien Term Loans: \$53,125,000.01<br>HoldCo Term Loans: \$220,109,220.60 |
| Funds managed by Irradiant Partners, LP and/or its affiliates                                 | 201 Santa Monica Blvd, Suite 500<br>Santa Monica, CA 90401 | Second Lien Term Loans: \$62,500,000.00<br>HoldCo Term Loans: \$258,952,024.24 |

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<sup>1</sup> To the best of Counsel's knowledge, the information herein is accurate as of November 20, 2024. The amounts set forth herein include only the outstanding principal amounts of the applicable debt and do not include accrued and unpaid interest, fees, or other amounts that may be owing under the applicable debt documents.

<sup>2</sup> Other funds and accounts managed by Pacific Investment Management Company LLC may own other positions within the Debtors' capital structure, including the First Lien Term Loan Facility, but those funds and/or accounts are not members of the Freedom Lender Group.



**CERTIFICATE OF SERVICE**

I, Michael J. Farnan, hereby certify that in addition to the notice and service provided through the Court's ECF system that on December 18, 2024, a copy of foregoing was served on the attached 2002 list.

/s/ Michael J. Farnan  
Michael J. Farnan (Bar No. 5165)

In re: Franchise Group, Inc., et al.  
Core/2002 Service List  
Case No. 24-12480 (JTD)

| DESCRIPTION                                                                                                                                                                                                                                                                                             | NAME                                          | NOTICE NAME                                                       | ADDRESS 1                           | ADDRESS 2                        | CITY          | STATE | POSTALCODE | COUNTRY | PHONE                  | FAX          | EMAIL                                                                                      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------|-------------------------------------|----------------------------------|---------------|-------|------------|---------|------------------------|--------------|--------------------------------------------------------------------------------------------|
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Albany Industries Inc                         | Attn: Bentley Jones, Chief Revenue Officer                        | 1210 S Indiana Ave #5907            |                                  | Chicago       | IL    | 60605      |         | 662-316-2606           |              | bjones@albanyfurniture.com                                                                 |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Alpha Inc                                     | Attn: Jeff Ulrich, Assistant Corporate Controller                 | 322 Main St                         |                                  | Bern          | KS    | 66408      |         | 785-285-0123           |              | jeffu@alpha.com                                                                            |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Animal Supply CO Wholesome                    | Attn: Joe Carras, Vice President of Sales                         | 2403 E Interstate 30                |                                  | Grand Prairie | TX    | 75050      |         | 602-418-5807           |              | joe.carras@animalsupply.com                                                                |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Arizona Nutritional Supplement                | Attn: Harrison Pappas, CEO                                        | 210 S.Beck Ave.                     |                                  | Chandler      |       | 85226      |         | 480-966-9630           |              | hpappas@aznutritional.com                                                                  |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Assurant Inc.                                 | Attn: Jennifer Clark, Vice President, Account Management - Retail | 260 Interstate N Circle SE          |                                  | Atlanta       | GA    | 30339      |         | 770-763-1000           |              | Jennifer.Clark@assurant.com                                                                |
| Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.                                                                                          | Ballard Spahr LLP                             | Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper     | 919 North Market Street             | 11th Floor                       | Wilmington    | DE    | 19801      |         | 302-252-4465           | 302-252-4466 | heilmanl@ballardspahr.com<br>roglenl@ballardspahr.com<br>vesperm@ballardspahr.com          |
| Counsel to Drink LMNT, Inc.                                                                                                                                                                                                                                                                             | Barnes & Thornburg LLP                        | Attn: Kevin G. Collins                                            | 222 Delaware Avenue, Suite 1200     |                                  | Wilmington    | DE    | 19801      |         | 302-300-3434           | 302-300-3456 | kevin.collins@btlaw.com                                                                    |
| Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC | Bayard, P.A.                                  | Attn: Ericka F. Johnson                                           | 600 N. Market Street, Suite 400     |                                  | Wilmington    | DE    | 19801      |         | 302-655-5000           | 302-658-6395 | ejohnson@bayardlaw.com                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Bdc Portfolio Owner LLC                       | Attn: Heba Elayan, Real Estate Principal                          | Oak Street Real Estate Capital, LLC | 30 North Lasalle Ste 4140        | Chicago       | IL    | 60602      |         |                        |              | Heba.elayan@blueowl.com                                                                    |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | BCHQ Owner LLC                                | Attn: Heba Elayan, Real Estate Principal                          | Oak Street Real Estate Capital, LLC | 30 North Lasalle Ste 4140        | Chicago       | IL    | 60602      |         |                        |              | Heba.elayan@blueowl.com                                                                    |
| Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent                                                                                                                                                                                                       | Blank Rome LLP                                | Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams    | 1201 N. Market Street, Suite 800    |                                  | Wilmington    | DE    | 19801      |         | 302-425-6400           |              | mike.schaedle@blankrome.com<br>stanley.tarr@blankrome.com<br>jordan.williams@blankrome.com |
| Counsel to Brookfield Properties Retail Inc                                                                                                                                                                                                                                                             | Brookfield Properties Retail Inc              | Attn: Kristen N. Pate                                             | 350 N. Orleans Street               | Suite 300                        | Chicago       | IL    | 60654-1607 |         | 312-960-2940           | 312-442-6374 | bk@bpretail.com                                                                            |
| Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC                                                                                                                                                                | Burr & Forman LLP                             | Attn: J. Cory Falgowski                                           | 222 Delaware Avenue, Suite 1030     |                                  | Wilmington    | DE    | 19801      |         | 302-830-2312           | 302-397-2566 | jfalowski@burr.com                                                                         |
| Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC                                                                                                                                                                                      | Burr & Forman LLP                             | Attn: J. Ellsworth Summers, Jr., Dana L. Robbins                  | 50 North Laura Street, Suite 3000   |                                  | Jacksonville  | FL    | 32202      |         | 904-232-7203           | 904-212-0315 | esummers@burr.com<br>drobbins@burr.com                                                     |
| Counsel to Comenity Capital Bank                                                                                                                                                                                                                                                                        | Burr & Forman LLP                             | Attn: James H. Halthcock, III                                     | 420 N. 20th Street, Suite 3400      |                                  | Birmingham    | AL    | 35203      |         | 205-458-5277           | 205-244-5674 | jhalthcock@burr.com                                                                        |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Champion Petfoods USA                         | Attn: Jenn Watt, Credit Associate                                 | 1103 - 95 St SW Suite 301           |                                  | Edmonton      | AB    | T6X 0P8    | Canada  | 587-525-6983           |              | hwatt@championpetfoods.com                                                                 |
| Counsel to Hilco Merchant Resources, LLC                                                                                                                                                                                                                                                                | Chipman Brown Cicero & Cole, LLP              | Attn: Mark L. Desgrosseilliers                                    | Hercules Plaza                      | 1313 North Market St, Suite 5400 | Wilmington    | DE    | 19801      |         | 302-295-0191           |              | desgross@chipmanbrown.com                                                                  |
| Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC                                                                                                                                                                                                            | Clark Hill PLC                                | Attn: Audrey L. Hornisher                                         | 901 Main Street, Suite 6000         |                                  | Dallas        | TX    | 75202      |         | 214-651-4300           | 214-651-4330 | ahornisher@clarkhill.com                                                                   |
| Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC                                                                                                                                                                                                            | Clark Hill PLC                                | Attn: Karen M. Grivner                                            | 824 N. Market Street, Suite 710     |                                  | Wilmington    | DE    | 19801      |         | 302-250-4750           | 302-421-9439 | kgrivner@clarkhill.com                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Costco Innovell (Logistics)                   | Attn: Michael Dunne, Manager                                      | 1045 Lake Drive                     |                                  | Issaquah      | WA    | 98027      |         | 847-858-4741           |              | michaeldunne@costco.com                                                                    |
| Counsel to Krober Supply Chain US, Inc                                                                                                                                                                                                                                                                  | Cowles & Thompson, P.C.                       | Attn: William L. Siegel                                           | 901 Main Street, Suite 3900         |                                  | Dallas        | TX    | 75202      |         | 214-672-2126           | 214-672-2326 | bsiegel@cowlesthompson.com                                                                 |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Coyote Logistics                              | Attn: John Morel, SVP of Sales                                    | 2545 West Diversey Ave              |                                  | Chicago       | IL    | 60647      |         | 630-589-4077           |              | John.Morel@Coyote.com                                                                      |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Delta Furniture                               | Attn: Chris Bray, VP Sales and Marketing                          | 5650 Private Road 8072              |                                  | West Plains   | MO    | 65775      |         | 662-255-9044           |              | chris_bray@comcast.new                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Department Of The Treasury                    | General Inquiries                                                 | Internal Revenue Service            |                                  | Ogden         | UT    | 84201-0009 |         | 801-297-2200           |              |                                                                                            |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Elements International Group LLC              | Attn: Paul Comrie, CEO                                            | 2250 Skyline Drive                  |                                  | Mesquite      | TX    | 75149      |         | 469-371-3147           |              | pcomrie@elementsgroup.com                                                                  |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Ema Electrolux/Frigidaire                     | Attn: TJ Stoffer, Sr. VP Sales, North America                     | 10200 David Taylor Drive            |                                  | Charlotte     | NC    | 28262      |         | 815-670-8322           |              | t.j.stoffer@electrolux.com                                                                 |
| Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates                                                                                                                                                                                                                              | Faegre Drinker Biddle & Reath LLP             | Attn: Michael T. Gustafson                                        | 320 South Canal Street, Suite 3300  |                                  | Chicago       | IL    | 60606      |         | 312-569-1000           | 312-569-3000 | mike.gustafson@faegredrinker.com                                                           |
| Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates                                                                                                                                                                                                                              | Faegre Drinker Biddle & Reath LLP             | Attn: Patrick A. Jackson                                          | 222 Delaware Avenue, Suite 1410     |                                  | Wilmington    | DE    | 19801      |         | 302-467-4200           | 302-467-4201 | patrick.jackson@faegredrinker.com                                                          |
| Counsel to Ad Hoc Group of Freedom Lenders                                                                                                                                                                                                                                                              | Farnan LLP                                    | Attn: Brian E. Farnan, Michael J. Farnan                          | 919 North Market Street             | 12th Floor                       | Wilmington    | DE    | 19801      |         | 302-777-0300           | 302-777-0301 | bfarnan@farnanlaw.com                                                                      |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Force Factor Brands LLC                       | Attn: Daniel Wallace, CEO & Co-Founder                            | 24 School St.                       | 4th Floor                        | Boston        | MA    | 02108      |         | 877-492-7243           |              | mfarnan@farnanlaw.com                                                                      |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Franchise Group, Inc.                         | Attn: President or General Counsel                                |                                     |                                  |               |       |            |         |                        |              |                                                                                            |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Google                                        | Attn: Rosemary Disla, Credit and Collections Analyst              | 1600 Amphitheatre Parkway           |                                  | Mountain View | CA    | 94043      |         | 650-253-0000           |              | legal-notices@google.com                                                                   |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Hartz Mountain - Vmx                          | Attn: Robert Abele, Sr Director - Pet Omni-Channel Leader         | 14971 Collection Center Drive       |                                  | Chicago       | IL    | 60693      |         | 800-999-3000 ext. 7194 |              | rdisla@hartz.com                                                                           |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Hill's Pet Nutrition                          |                                                                   | 6180 Sprint Parkway                 |                                  | Overland Park | KS    | 66211      |         | 846-630-4786           |              | Robert_abele@colpal.com                                                                    |
| Counsel to Alter Domus (US) LLC                                                                                                                                                                                                                                                                         | Holland & Knight LLP                          | Attn: Phillip W. Nelson                                           | 150 N. Riverside Plaza, Suite 2700  |                                  | Chicago       | IL    | 60606      |         | 312-263-3600           | 312-578-6666 | phillip.nelson@hklaw.com                                                                   |
| IRS Insolvency Section                                                                                                                                                                                                                                                                                  | Internal Revenue Service                      | Centralized Insolvency Operation                                  | 1111 Constitution Ave., NW          |                                  | Washington    | DC    | 20224      |         | 800-973-0424           | 855-235-6787 |                                                                                            |
| IRS Insolvency Section                                                                                                                                                                                                                                                                                  | Internal Revenue Service                      | Centralized Insolvency Operation                                  | P.O. Box 7346                       |                                  | Philadelphia  | PA    | 19101-7346 |         | 800-973-0424           | 855-235-6787 |                                                                                            |
| Counsel to Ken Burton, Jr., Manatee County Tax Collector                                                                                                                                                                                                                                                | Ken Burton, Jr., Manatee County Tax Collector | Attn: Michelle Leeson, Paralegal, Collections Specialist, CFC     | 1001 3rd Ave W, Suite 240           |                                  | Brandenton    | FL    | 34205-7863 |         | 941-741-4835           | 941-708-4934 | legal@taxcollector.com                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Kith Furniture                                | Attn: Darin Wright, CFO                                           | 7155 State Highway 13               |                                  | Haleyville    | AL    | 35565      |         | 925-444-0466           |              | dwright@kithfurniture.com                                                                  |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                               | Kong Company                                  | Attn: Ellen Craig, Sales Director                                 | 16191 Table Mountain Parkway        |                                  | Golden        | CO    | 80403      |         | 330-554-6141           |              | ellen.craig@kongcompany.com                                                                |
| Claims and Noticing Agent                                                                                                                                                                                                                                                                               | Kroll Restructuring Administration LLC        | Attn: Herb Baer, Christine Porter, Jessica Berman                 | 1 World Trade Center                | 31st Floor                       | New York      | NY    | 10007      |         | 212-257-5450           | 646-536-2810 | serviceqa@ra.kroll.com<br>FRGTeam@ra.kroll.com                                             |
| Counsel to Oxford Valley Road Associates, L.P.                                                                                                                                                                                                                                                          | Kurtzman Steady LLC                           | Attn: Jeffrey Kurtzman                                            | 101 N. Washington Avenue            | Suite 4A                         | Margate       | NJ    | 08402      |         | 215-839-1222           |              | kurtzman@kurtzmansteady.com<br>landis@lrclaw.com<br>mcguire@lrclaw.com                     |
| Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders                                                                                                                                                                                                                                       | Landis Rath & Cobb LLP                        | Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers              | 919 Market Street Suite 1800        | P.O. Box 2087                    | Wilmington    | DE    | 19801      |         | 302-467-4400           | 302-467-4450 | erogers@lrclaw.com                                                                         |
| Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent                                                                                                                                                                                                                                          | Latham & Watkins LLP                          | Attn: Andrew Sorkin                                               | 555 Eleventh Street NW              | Suite 1000                       | Washington    | DC    | 20004      |         | 202-637-2200           |              | andrew.sorkin@lw.com                                                                       |

In re: Franchise Group, Inc., et al.  
Core/2002 Service List  
Case No. 24-12480 (JTD)

| DESCRIPTION                                                                                                                                                                                                                                                                                                                                                                                   | NAME                                                             | NOTICE NAME                                                      | ADDRESS 1                                                                      | ADDRESS 2  | CITY        | STATE | POSTALCODE | COUNTRY   | PHONE           | FAX          | EMAIL                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------|--------------------------------------------------------------------------------|------------|-------------|-------|------------|-----------|-----------------|--------------|-------------------------------------------------------------------------------------------------------------------------------|
| Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent                                                                                                                                                                                                                                                                                                                                | Latham & Watkins LLP                                             | Attn: James Kstanes, Timothy Beau Parker                         | 330 N Wabash Avenue                                                            | Suite 2800 | Chicago     | IL    | 60611      | Canada    | 312-876-7700    |              | james.kstanes@lw.com<br>beau.parker@lw.com                                                                                    |
| Counsel to the ABL Secured Parties                                                                                                                                                                                                                                                                                                                                                            | Latham & Watkins LLP                                             | Attn: Jennifer Ezring, James Kstanes, Andrew Sorkin              | 1271 Avenue of the Americas                                                    |            | New York    | NY    | 10020      |           |                 |              | Jennifer.Ezring@lw.com<br>James.Kstanes@lw.com<br>andrew.sorkin@lw.com                                                        |
| Counsel to Nueces County, McLennan County, Kerr County, Hidalgo County, City of McAllen                                                                                                                                                                                                                                                                                                       | Linebarger Goggan Blair & Sampson, LLP                           | Attn: Diane W. Sanders                                           | PO Box 17428                                                                   |            | Austin      | TX    | 78760-7428 |           | 512-447-6675    | 512-443-5114 | austin.bankruptcy@lgbs.com                                                                                                    |
| Counsel to Bexar County, City of El Paso                                                                                                                                                                                                                                                                                                                                                      | Linebarger Goggan Blair & Sampson, LLP                           | Attn: Don Stecker                                                | 112 E. Pecan Street, Suite 2200                                                |            | San Antonio | TX    | 78205      |           | 210-225-6763    | 210-225-6410 | sanantonio.bankruptcy@lgbs.com                                                                                                |
| Counsel to Dallas County                                                                                                                                                                                                                                                                                                                                                                      | Linebarger Goggan Blair & Sampson, LLP                           | Attn: John K. Turner                                             | 2777 N. Stemmons Freeway                                                       | Suite 1000 | Dallas      | TX    | 75207      |           | 214-880-0089    | 469-221-5003 | dallas.bankruptcy@lgbs.com                                                                                                    |
| Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD | Linebarger Goggan Blair & Sampson, LLP                           | Attn: John Kendrick Turner                                       | 3500 Maple Avenue                                                              | Suite 800  | Dallas      | TX    | 75219      |           | 214-880-0089    | 469-221-5003 | dallas.bankruptcy@lgbs.com                                                                                                    |
| Counsel to Cypress-Fairbanks ISD, Harris County, Galveston County, Montgomery County, Ford Bend County                                                                                                                                                                                                                                                                                        | Linebarger Goggan Blair & Sampson, LLP                           | Attn: Tara L. Grundemeier                                        | PO Box 3064                                                                    |            | Houston     | TX    | 77253-3064 |           | 713-844-3400    | 713-844-3503 | houston_bankruptcy@lgbs.com                                                                                                   |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Living Style (Singapore) Pte. Limited                            | Attn: Henry Chan, CEO                                            | 3 Kallang Junction #05-02                                                      |            | Singapore   |       | 339265     | Singapore | 522-300-5003    |              | henrychan@livingstyle.com                                                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Lowes Companies Inc                                              | Attn: Brie Lieto, Director, Supply Chain                         | 1000 Lowe's Blvd                                                               |            | Mooresville | NC    | 28117      |           | 704-758-1000    |              | brie.lieto@lowes.com                                                                                                          |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Mars Petcare                                                     | Attn: Cullen Mahan , Customer Development Team Lead              | 2013 Ovation Parkway                                                           |            | Franklin    | TN    | 37067      |           | 904-708-2652    |              | cullen.mahan@effem.com                                                                                                        |
| Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County                                                              | McCreary, Veselka, Bragg, & Allen, P.C.                          | Attn: Julie Anne Parsons                                         | 700 Jeffrey Way, Suite 100                                                     |            | Round Rock  | TX    | 78665      |           | 512-323-3241    | 512-323-3205 | jparsons@mvbalaw.com                                                                                                          |
| Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County                                                              | McCreary, Veselka, Bragg, & Allen, P.C.                          | Attn: Julie Anne Parsons                                         | P.O. Box 1269                                                                  |            | Round Rock  | TX    | 78680-1269 |           | 512-323-3241    | 512-323-3205 | jparsons@mvbalaw.com                                                                                                          |
| Counsel to New Westgate Mall LLC                                                                                                                                                                                                                                                                                                                                                              | Mirick, O'Connell, DeMallie & Lougee, LLP                        | Attn: Joseph H. Baldiga, Shannah L. Colbert                      | 1800 West Park Dr., Suite 400                                                  |            | Westborough | MA    | 01581      |           | 508-898-1501    | 508-898-1502 | jbaldiga@mirickoconnell.com<br>scolbert@mirickoconnell.com                                                                    |
| Counsel to Kimco Realty Corporation, 2205 Federal Investors, LLC                                                                                                                                                                                                                                                                                                                              | Monzack Mersky and Browder, P.A.                                 | Attn: Rachel B. Mersky                                           | 1201 N. Orange Street, Suite 400                                               |            | Wilmington  | DE    | 19801      |           | 302-656-8162    | 302-656-2769 | rmersky@monlaw.com                                                                                                            |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Muebles Briss S.A. De C.V.(Marby)                                | Attn: Luis Sanchez, General Manager                              | Cam. Santa ana tepetitlan 1112, col paseos del briseño zapopan Jalisco, Mexico |            | Zapopan     | JAL   | 45236      | Mexico    | 52 33 3827-4673 |              | luis@southsourcing.com.mx                                                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | National Retail Properties, LP                                   | Attn: David G. Byrnes, Jr., Assistant General Counsel            | 450 S Orange Avenue, Suite 900                                                 |            | Orlando     | FL    | 32801      |           | 407-650-1103    |              | david.byrnes@nnnreit.com                                                                                                      |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Natural Balance Pet Foods Inc                                    | Attn: Darcy Hagan                                                | 3101 Stephen F Austin Dr                                                       |            | Brownwood   | TX    | 76801      |           | 475-273-6391    |              | darcy.hagan@ethospetbrands.com                                                                                                |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Nature's Way Brands, LLC                                         | Attn: Erin Bovard                                                | 825 Challenger Drive                                                           |            | Green Bay   | WI    | 54311      |           |                 |              | erin.bovard@naturesway.com                                                                                                    |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Nestle Purina Petcare Company                                    | Attn: Grant Wabnitz, Director, Market Activation                 | 1 Checkerboard Square                                                          |            | St. Louis   | MO    | 63164      |           | 920-471-9382    |              | grant.wabnitz@purina.nestle.com                                                                                               |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Newfoundland And Labrador Inc                                    | Attn: Brian Casutto, Consultant                                  | 145 Aberdeen Ave, Unit 1                                                       |            | St. John's  | NL    | A1A5N6     | Canada    | 709-739-0002    |              | brian@nutraholdings.com                                                                                                       |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Nutraceutical                                                    | Attn: Brian Slobodow, CEO                                        | 1400 Kearns Blvd                                                               |            | Park City   | UT    | 84060      |           | 435-655-6050    |              | bslobodow@betterbeing.com                                                                                                     |
| United States Trustee for the District of Delaware                                                                                                                                                                                                                                                                                                                                            | Office of the United States Trustee for the District of Delaware | Attn: Timothy J. Fox, Esq                                        | 844 King Street, Suite 2207                                                    | Lockbox 35 | Wilmington  | DE    | 19801      |           |                 |              | timothy.fox@usdoj.gov                                                                                                         |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Open Farm Inc                                                    | Attn: Amy Horton, Chief Sales Officer                            | 559 College St, Suite 400                                                      |            | Toronto     | ON    | M6G 1A9    | Canada    | 615-739-8699    |              | amy@openfarmpet.com                                                                                                           |
| Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders                                                                                                                                                                                                                                                                                                                             | Paul Hastings LLP                                                | Attn: Jayme Goldstein, Jeremy Evans, Isaac Sasson, Daniel Fliman | 200 Park Avenue                                                                |            | New York    | NY    | 10166      |           | 212-318-6000    | 212-319-4090 | jaymegoldstein@paulhastings.com<br>jeremyevans@paulhastings.com<br>isaacsasson@paulhastings.com<br>danfliman@paulhastings.com |
| Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders                                                                                                                                                                                                                                                                                                                             | Paul Hastings LLP                                                | Attn: Nicholas A. Bassett                                        | 2050 M Street NW                                                               |            | Washington  | DC    | 20036      |           | 202-551-1700    | 202-551-1705 | nicholasbassett@paulhastings.com                                                                                              |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Peak Living, Inc.                                                | Attn: Chad Cunningham , CEO Owner                                | 604 Pontotoco Co Ind Park Road                                                 |            | Ecu         | MS    | 38841      |           | 989-239-4788    |              | chadcunningham03@gmail.com                                                                                                    |
| Counsel to Brownsville Independent School District                                                                                                                                                                                                                                                                                                                                            | Perdue, Brandon, Fielder, Collins & Mott, L.L.P                  | Attn: Hiram Gutierrez                                            | P.O. Box 2916                                                                  |            | McAllen     | TX    | 78502      |           | 956-631-4026    | 956-289-1023 | edinburgbankruptcy@pbfc.com                                                                                                   |
| Counsel to Lubbock Central Appraisal District Midland County                                                                                                                                                                                                                                                                                                                                  | Perdue, Brandon, Fielder, Collins & Mott, L.L.P                  | Attn: Laura J. Monroe                                            | PO Box 817                                                                     |            | Lubbock     | TX    | 79408      |           | 806-744-5091    | 806-744-9953 | lmbkr@pbfc.com                                                                                                                |
| Counsel to Kerrville Independent School District, Copperas Cove Independent School District                                                                                                                                                                                                                                                                                                   | Perdue, Brandon, Fielder, Collins & Mott, L.L.P                  | Attn: Sergio E. Garcia                                           | 3301 Northland Drive                                                           | Suite 505  | Austin      | TX    | 78731      |           | 512-302-0190    | 512-302-1802 | sgarcia@pbfc.com                                                                                                              |
| Counsel to Potter County Tax Office and Randall County Tax Office                                                                                                                                                                                                                                                                                                                             | Perdue, Brandon, Fielder, Collins and Mott, L.L.P.               | Attn: Alysia Córdova                                             | P.O. Box 9132                                                                  |            | Amarillo    | TX    | 79105      |           | 806-359-3188    | 806-359-5126 | acordova@pbfc.com<br>amabkr@pbfc.com                                                                                          |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Phillips Feed And Pet Supply                                     | Attn: Mark Patterson, Vice President Area Sales, Central         | 3747 Hecktown Road                                                             |            | Easton      | PA    | 18045      |           | 813-417-1894    |              | mark.patterson@phillipspet.com                                                                                                |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Planitretail LLC                                                 | Attn: Matthew Spahn, Founder & CEO                               | 35 Holcomb Hill Road                                                           |            | West Granby | CT    | 3003599    |           | 630-338-2829    |              | matt.spahn@planitretail.net<br>jryan@potteranderson.com<br>bhaywood@potteranderson.com                                        |
| Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent                                                                                                                                                                                                                                                                                                                                | Potter Anderson & Corroon LLP                                    | Attn: Jeremy W. Ryan, Brett M. Haywood, Ethan H. Sulik           | 1313 N. Market Street                                                          | 6th Floor  | Wilmington  | DE    | 19801      |           | 302-984-6000    | 302-658-1192 | esulik@potteranderson.com                                                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Premier Nutrition Company, LLC                                   | Attn: Karren Job, SVP                                            | 1222 67th Street 210                                                           |            | Emeryville  | CA    | 94608      |           | 925-963-5304    |              | karren.job@bellringbrands.com                                                                                                 |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                     | Print Comm                                                       | Attn: Kevin Naughton, President                                  | 3040 S Dye Rd                                                                  |            | Flint       | MI    | 48473      |           | 810-516-9975    |              | knaughton@printcomm.com                                                                                                       |

In re: Franchise Group, Inc., et al.

Core/2002 Service List  
Case No. 24-12480 (JTD)

| DESCRIPTION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | NAME                                                   | NOTICE NAME                                                                                              | ADDRESS 1                            | ADDRESS 2                       | CITY            | STATE | POSTALCODE | COUNTRY | PHONE        | FAX          | EMAIL                                                                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------|-----------------|-------|------------|---------|--------------|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| Counsel to Whirlpool Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Quarles & Brady LLP                                    | Attn: L. Kate Mason                                                                                      | 411 E. Wisconsin Avenue              | Suite 2400                      | Milwaukee       | WI    | 53202      |         | 414-277-3018 |              | Katie.Mason@quarles.com                                                                                                                                  |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Radio Systems Corporation                              | Attn: Rhonda Witt                                                                                        | 10427 Petsafe Way                    |                                 | Knoxville       | TN    | 37932      |         | 865-888-5849 |              | rwitt@petsafe.net                                                                                                                                        |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Redcon 1                                               | Attn: Aaron Singerman, CEO                                                                               | 701 Park of Commerce                 | 100                             | Boca Raton      | FL    | 33487      |         |              |              | aaron@redcon1.com                                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                        | Attn: John H. Knight, Amanda R. Steele, Alexander R. Steiger                                             | One Rodney Square                    | 920 North King Street           | Wilmington      | DE    | 19801      |         | 302-651-7700 | 302-651-7701 | knight@rff.com<br>steeler@rff.com<br>steiger@rff.com                                                                                                     |
| Counsel to B. Riley Principal Investments, LLC and its affiliates                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Richards Layton & Finger PA                            | Attn: Steven Fox                                                                                         | Times Square Tower Suite 2506        | Seven Times Square              | New York        | NY    | 10036      |         | 212-719-0140 |              | sfox@reimerlaw.com                                                                                                                                       |
| Counsel to Hilco Merchant Resources, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Riemer & Braunstein LLP                                |                                                                                                          |                                      |                                 |                 |       |            |         |              |              |                                                                                                                                                          |
| Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company | Saul Ewing LLP                                         | Attn: Monique B. DiSabatino                                                                              | 1201 North Market Street, Suite 2300 | P.O. Box 1266                   | Wilmington      | DE    | 19899      |         | 302-421-6806 |              | monique.disabatino@saul.com                                                                                                                              |
| Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company | Saul Ewing LLP                                         | Attn: Turner N. Falk                                                                                     | Centre Square West                   | 1500 Market Street, 38th Floor  | Philadelphia    | PA    | 19102      |         | 215-972-8415 |              | turner.falk@saul.com                                                                                                                                     |
| Securities and Exchange Commission                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Securities & Exchange Commission - NY Office           | Attn: Bankruptcy Department                                                                              | Brookfield Place                     | 200 Vesey Street, Suite 400     | New York        | NY    | 10281-1022 |         | 212-336-1100 |              | bankruptcynticeschr@sec.gov<br>nyrobankruptcy@sec.gov                                                                                                    |
| Securities and Exchange Commission                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Securities & Exchange Commission - Philadelphia Office | Attn: Bankruptcy Department                                                                              | One Penn Center                      | 1617 JFK Blvd, Suite 520        | Philadelphia    | PA    | 19103      |         | 215-597-3100 |              | secbankruptcy@sec.gov<br>bateman@sewkis.com<br>patel@sewkis.com<br>danenberg@sewkis.com<br>ashmead@sewkis.com<br>bateman@sewkis.com<br>matott@sewkis.com |
| Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Seward & Kissel LLP                                    | Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott | One Battery Park Plaza               |                                 | New York        | NY    | 10004      |         |              |              | egoldstein@goodwin.com<br>bankruptcy@goodwin.com<br>bankruptcy@goodwin.com<br>wmcdonald@shopcore.com<br>rtucker@simon.com                                |
| Counsel to Sayville Plaza Development, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Shipman & Goodwin LLP                                  | Attn: Eric S. Goldstein                                                                                  | One Constitution Plaza               |                                 | Hartford        | CT    | 06103-1919 |         | 860-251-5000 | 860-251-5218 | bankruptcy@goodwin.com<br>bankruptcy@goodwin.com                                                                                                         |
| Counsel to ShopCore Properties and its related entities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | ShopCore Properties                                    | Attn: William F. McDonald III                                                                            | 10920 Via Frontera, Suite 220        |                                 | San Diego       | CA    | 92127      |         | 858-798-1426 |              | wmcdonald@shopcore.com                                                                                                                                   |
| Counsel to Simon Property Group, Inc. and its related entities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Simon Property Group, Inc.                             | Attn: Ronald M. Tucker                                                                                   | 225 West Washington Street           |                                 | Indianapolis    | IN    | 46204      |         | 317-263-2346 | 317-263-7901 | rtucker@simon.com                                                                                                                                        |
| Counsel to Paoli Shopping Center Limited Partnership, Phase II                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Sirlin Lesser & Benson, P.C.                           | Attn: Dana S. Plon                                                                                       | 2100                                 |                                 | Philadelphia    | PA    | 19109      |         | 215-864-9700 |              | dplon@sirlinlaw.com                                                                                                                                      |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Solstice Sleep Company                                 | Attn: Dennis Straily, President/CEO                                                                      | 3720 West Broad St                   |                                 | Columbus        | OH    | 43228      |         | 614-946-3501 |              | dstraily@solsticesleep.com                                                                                                                               |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Standard Furniture Mfg Co Inc                          | Attn: Lucas Hall, EVP                                                                                    | PO Box 933715                        |                                 | Atlanta         | GA    | 31193-3715 |         | 251-937-6741 |              | lucas.hall@sfrnco.com                                                                                                                                    |
| Counsel to Peoria Rental Properties, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Stark & Stark, P.C.                                    | Attn: Joseph H. Lemkin                                                                                   | PO Box 5315                          |                                 | Princeton       | NJ    | 08543      |         | 609-791-7022 | 609-896-0629 | jlemkin@stark-stark.com                                                                                                                                  |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Stella And Chewys LLC                                  | Attn: Noelle Wolter, Director Of Accounting And Treasury                                                 | 111 W. Oakley Parkway                |                                 | Oak Creek       | WI    | 53154      |         | 262-899-0441 |              | nwolter@stellaandchewys.com                                                                                                                              |
| Counsel to Whirlpool Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Sullivan Hazeltime Allinson LLC                        | Attn: William A. Hazeltine                                                                               | 919 N. Market Street                 | Suite 420                       | Wilmington      | DE    | 19801      |         | 302-428-8191 | 302-428-8195 | whazeltine@sha-llc.com                                                                                                                                   |
| Counsel to Raymond Leasing Corporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Swanson, Martin & Bell, LLP                            | Attn: Charles S. Stahl, Jr.                                                                              | 2525 Cabot Drive                     | Suite 204                       | Lisle           | IL    | 60532      |         | 630-780-8472 | 630-799-6901 | cstahl@smbtrials.com                                                                                                                                     |
| Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC                                                                                                                                                                                                                                                                                                                                            | Tayman Lane Chaverri LLP                               | Attn: Jeffrey Rhodes                                                                                     | 2001 L Street, NW, Suite 500         |                                 | Washington      | DC    | 20036      |         | 202-921-4080 | 202-478-2781 | jrhodes@tlclawfirm.com                                                                                                                                   |
| Counsel to the Texas Comptroller of Public Accounts                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Texas Attorney General's Office                        | Attn: Christopher S. Murphy, Assistant Attorney General                                                  | Bankruptcy & Collections Division    | P.O. Box 12548                  | Austin          | TX    | 78711-2548 |         | 512-475-4867 | 512-936-1409 | christopher.murphy@oag.texas.gov                                                                                                                         |
| Counsel to LU Candles Station Holdings, LLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Thompson Hine LLP                                      | Attn: Louis F. Solimine                                                                                  | 312 Walnut Street                    | Suite 2000                      | Cincinnati      | OH    | 45202-4029 |         | 513-352-6700 | 513-241-4771 | Louis.Solinine@ThompsonHine.com                                                                                                                          |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Titanic Furniture                                      | Attn: Oday Abo, CEO                                                                                      | 7400 S Loomis Blvd                   |                                 | Suwanee         | GA    | 30024      |         | 708-715-7546 |              | oday@titanicfurniture.com                                                                                                                                |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Transform Holdco LLC (3PI)                             | Attn: Norman Krause                                                                                      | 3333 Beverly Road                    | Office: B5-178B                 | Hoffman Estates | IL    | 60179      |         | 630-877-3682 |              | Norman.Krause@transformco.com                                                                                                                            |
| Counsel to The J. M. Smucker Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Tydings & Rosenberg LLP                                | Attn: Stephen B. Gerald                                                                                  | 200 Continental Drive, Suite 401     |                                 | Newark          | DE    | 19713      |         | 410-752-9799 |              | sgerald@tydings.com                                                                                                                                      |
| U.S. Attorney for the District of Delaware                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | U.S. Attorney for Delaware                             | Attn: David C. Weiss & Ellen Slight                                                                      | U.S. Attorney's Office               | 1313 N Market Street, Suite 400 | Wilmington      | DE    | 19801      |         | 302-573-6277 | 302-573-6220 |                                                                                                                                                          |
| Securities and Exchange Commission                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | U.S. Securities and Exchange Commission - Headquarters | Secretary of the Treasury                                                                                | 100 F. Street NE                     |                                 | Washington      | DC    | 20549      |         | 202-942-8088 |              | secbankruptcy@sec.gov                                                                                                                                    |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Uber Freight Us LLC                                    | Attn: Steve Moore, Head of TM Operations                                                                 | 433 W Van Buren St                   |                                 | Chicago         | IL    | 60607      |         | 479-283-9347 |              | steve.moore@uberfreight.com                                                                                                                              |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | UPS (Ocean Freight)                                    | Attn: Steve McMichael, VP, UPS Ocean                                                                     | 28013 Network Place                  |                                 | Chicago         | IL    | 60673-1280 |         | 404-242-1436 |              | smcmichael@ups.com                                                                                                                                       |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Vitamin Well USA LLC                                   | Attn: Brian Kuz, Chief Sales Officer                                                                     | 3865 Grand View Blvd                 |                                 | Los Angeles     | CA    | 90066      |         | 432-857-075  |              | brian.kuz@vitaminwell.com                                                                                                                                |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Wellness Pet LLC                                       | Attn: Rebecca Dow, Corporate Controller                                                                  | 77 S Bedford St                      |                                 | Burlington      | MA    | 01803      |         | 978-609-8515 |              | bdow@wellnesspet.com                                                                                                                                     |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Weruva International Inc                               | Attn: Robert Holt, Director of Finance                                                                   | 17 Mercer Road                       |                                 | Natick          | MA    | 01760      |         | 508-907-6325 |              | ar@Weruva.com                                                                                                                                            |
| Top 50 Unsecured Creditor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Whirlpool                                              | Attn: Dave Whitehead, VP & GM National Account Sales and Marketing                                       | 600 West Main Street                 |                                 | Benton Harbor   | MI    | 40922      |         | 269-338-5815 |              | david_m_whitehead@whirlpool.com                                                                                                                          |

In re: Franchise Group, Inc., et al.

Core/2002 Service List  
Case No. 24-12480 (JTD)

| DESCRIPTION                                                                                 | NAME                                 | NOTICE NAME                                                                             | ADDRESS 1                                | ADDRESS 2           | CITY            | STATE | POSTALCODE | COUNTRY | PHONE        | FAX          | EMAIL                                                                                                                                  |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------|---------------------|-----------------|-------|------------|---------|--------------|--------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Counsel to the Second Lien Secured Parties; HoldCo Lenders                                  | White & Case LLP                     | Attn: Bojan Guzina                                                                      | 111 S. Wacker Dr., Suite 5100            |                     | Chicago         | IL    | 60606      |         |              |              | bojan.guzina@whitecase.com                                                                                                             |
|                                                                                             |                                      | Attn: J. Christopher Shore, Samuel P. Hershey, Andrew Zatz, Erin Smith, Brett Bakemeyer |                                          |                     |                 |       |            |         |              |              | csshore@whitecase.com<br>sam.hershey@whitecase.com<br>azatz@whitecase.com<br>erin.smith@whitecase.com<br>brett.bakemeyer@whitecase.com |
| Counsel to Ad Hoc Group of Freedom Lenders                                                  | White & Case LLP                     |                                                                                         | 1221 Avenue of the Americas              |                     | New York        | NY    | 10020-1095 |         | 212-819-8200 | 212-354-8113 |                                                                                                                                        |
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